Marubeni

Marubeni India Private Limited
Regd. Office:
Unit No.01, 3rd Floor, Building A-2,
Shaheed Jeet Singh Marg,
Qutab Institutional Area,
New Delhi-110067, India
Phone: +91-11-41295555
Fax : +91-11-41295585

NOTICE

NOTICE is hereby given that the Twenty Eighth (28th) Annual General Meeting of the members of MARUBENI INDIA PRIVATE LIMITED will be held on Tuesday, 17th September, 2024 at 10:00 a.m. at the registered office of the Company at Unit No. 1, 3rd Floor, Building-A2, Shaheed Jeet Singh Marg, Qutab Institutional Area, New Delhi-110067, to transact the following business :

ORDINARY BUSINESS :

1. To receive, consider and adopt the audited Balance Sheet as at March 31, 2024, Profit & Loss Account for the period ended on that date and reports of the Directors and Auditors thereon.

2. To confirm payment of interim dividend and to declare final dividend on equity shares of the Company for financial year 2023-24.

3. To appoint a Director in place of Mr. Susumu Wakamori (DIN : 09563087) who retires and being eligible, offers himself for re-appointment.

4. To appoint a Director in place of Mr. Kazuya Sato (DIN : 08950454) who retires and being eligible, offers himself for re-appointment.

5. To appoint a Director in place of Mr. Shinichi Yamaguchi (DIN : 10097343) who retires and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS :

6. **To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution**:

   "**RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 and rules made there under and in accordance with the Memorandum and Articles of Association of the Company, Mr. Takayuki Yoshida (DIN : 10535738) who was appointed as an Additional Director and holds office upto the date of this Annual General Meeting, be and is hereby appointed as Director of the Company for a period of Five (5) years with effect from March 19, 2024 to March 18, 2029."

   "**RESOLVED FURTHER THAT** the Company hereby ratifies and approves the total remuneration payable, at the time of appointment, to Mr. Takayuki Yoshida to the maximum extent of Rs. 2,00,00,000/- (Rupees Two Crore Only) per annum on a Total Cost to Company (CTC) basis with an annual increment of upto 20% per annum thereafter including other benefits such as rent free accommodation, provision of Company's car etc. and proportionate remuneration shall be paid to Mr. Takayuki Yoshida for the financial year 2023-24."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board of Directors of the Company be and are hereby authorized to decide and fix salary/allowances/perquisites components for remuneration payable to Mr. Takayuki Yoshida, with in the overall limits as specified herein above and to exercise such powers and to do all such acts, deeds, things and matters as may be required or considered necessary or incidental thereto and to sub-delegate all or any of its powers to any Director or any employee of the Company."

By Order of the Board
For MARUBENI INDIA PRIVATE LIMITED

KAZUYA SATO Digitally signed by KAZUYA SATO Date: 2024.08.23 15:20:10 +05'30'

KAZUYA SATO
DIRECTOR
DIN: 08950454

Date : August 23, 2024
Place : New Delhi

NOTES :

i) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PROXY MAY BE SENT IN THE FORM ENCLOSED AND IN ORDER TO BE EFFECTIVE MUST REACH THE REGISTERED OFFICE OF THE COMPANY ATLEAST 48 HOURS BEFORE THE SCHEDULED TIME OF MEETING.**

ii) The Directors Report, Auditor’s Report, Audited Balance Sheet as at March 31, 2024 and the Profit and Loss Account for the period ended on that date are enclosed.

iii) The Board of Directors in their meeting held on March 19, 2024, had declared interim dividend of Rs. 2.83/- per equity share on 8,01,31,964 equity shares of Rs.10/- each for the financial year ending March 31, 2024, based on the interim financial performance of the Company. The payment of interim dividend was made to the members, or to their order or banker, whose names appeared on the Register of Members of the Company on March 19, 2024.

iv) The Board of Directors in their meeting held on August 23, 2024 has recommended a final dividend of Rs. 1.45/- per equity share on 8,01,31,964 equity shares of Rs.10/- each for the financial year ending March 31, 2024 subject to approval of the shareholders at this Annual General Meeting. Payment of final dividend as recommended by the

Board of Directors, if approved at the meeting, will be made to those members whose names are on the Company's Register of Members on September 17, 2024 or to their order or banker.

v) The explanatory statement as required under Section 102 of the Companies Act, 2013 to the Item No. 6 of the Notice as set out herein above is annexed hereto.

EXPLANATORY STATEMENT
Under Section 102 of the Companies Act, 2013

In conformity with the provisions of Section 102 of the Companies Act, 2013, the following explanatory statement sets out all material facts relating to the special business mentioned in the notice and it should be taken as forming part thereof:

Item No. 6

The Board of Directors of your Company in their meeting held on March 19, 2024 appointed Mr. Takayuki Yoshida (DIN: 10535738) as an Additional Director under Section 161 of the Companies Act, 2013.

Mr. Takayuki Yoshida holds office up to the date of this Annual General Meeting and being eligible, he offers himself for the appointment as Director of the Company. It would be in the best interests of the Company, if he is appointed as Director of your Company.

None of the directors, key managerial personal or any of their relative(s) except Mr. Takayuki Yoshida is interested or concerned in this resolution.

Your Directors recommend the resolution for approval.

This notice along with the explanatory statement should also be considered as an abstract of the terms of the appointment of Mr. Takayuki Yoshida as Director of the Company and a memorandum as to nature of concern or interest of the Directors in the said appointment.

Inspection

Memorandum and Articles of Association of the Company and other relevant documents if any will be available for inspection by Members at the registered office of the Company between 10:00 A.M and 12:00 NOON on all working days and at the meeting.

By Order of the Board
For MARUBENI INDIA PRIVATE LIMITED

KAZUYA SATO
Digitally signed by KAZUYA SATO
Date: 2024.08.23 15:20:40 +05'30'

KAZUYA SATO
DIRECTOR
DIN: 08950454

Date : August 23, 2024
Place : New Delhi

Route Map of venue for 28th Annual General Meeting of Marubeni India Private Limited to be held on September 17, 2024